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*Special Independent Foreclosure Review Counsel to the Debtors*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:

RESIDENTIAL CAPITAL, LLC, *et al.*

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)  
) Chapter 11  
)  
) Case No. 12-12020 (MG)  
) Jointly Administered  
)

**DECLARATION OF DEBORAH KOVSKY-APAP IN SUPPORT OF  
PEPPER HAMILTON LLP'S RESPONSE TO THE  
OBJECTION OF THE UNITED STATES TRUSTEE  
TO PEPPER HAMILTON'S FIRST INTERIM FEE APPLICATION**

I, Deborah Kovsky-Apap, declare:

1. This Declaration is being submitted in support of Pepper Hamilton LLP's Response to the Objection of the United States Trustee to Pepper Hamilton's First Interim Fee Application (the "Response").<sup>1</sup>

2. I am a partner in the law firm of Pepper Hamilton LLP ("Pepper") and a member of Pepper's Corporate Restructuring and Bankruptcy Practice Group.

3. Except as otherwise indicated, all facts set forth in this Declaration are based upon my personal knowledge or information supplied in the course of my duties as part of the Independent Foreclosure Review. If I were called upon to testify, I could and would testify competently to the facts set forth herein.

4. Pepper was retained as an Independent Legal Consultant to provide legal services in connection with the Independent Foreclosure Review mandated by the April 2011 consent order (the "Consent Order") entered into between, among others, GMAC Mortgage, LLC and the Board of Governors of the Federal Reserve System (the "FRB").

5. The Independent Foreclosure Review is a federal regulatory investigation conducted under the supervision of the FRB. The work performed by Pepper in developing and performing its review processes under the Independent Foreclosure Review was done at the direction of and under the guidance and supervision of the FRB pursuant to the Consent Order.

6. The FRB advised Pepper that Pepper's work product in connection with the Independent Foreclosure Review, including but not limited to memoranda, checklists, databases and detailed descriptions of the review process, constitute Confidential Supervisory Information of the FRB.

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Response.

7. Mindful of the prohibition against disclosure of Confidential Supervisory Information, Pepper was careful to describe its activities in connection with the Independent Foreclosure Review in general terms in its Fee Application.

8. The United States Trustee objected to Pepper's Fee Application primarily on the basis that the Fee Application was vague.

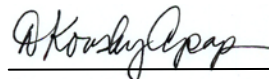
9. Pepper sought permission from the FRB to disclose further information regarding the details of Pepper's work in connection with the Independent Foreclosure Review. The FRB granted such permission, provided that the information was filed under seal and made available only to the Court and the office of the United States Trustee.

10. After obtaining the Court's authorization, Pepper filed its Response under seal. The Response contains a detailed description of the work performed by Pepper in connection with the Independent Foreclosure Review.

11. I have personal knowledge of the facts set forth in the Response, and declare that they are true and correct to the best of my knowledge and information.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: June 11, 2013



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Deborah Kovsky-Apap